



DYNVAVAX TECHNOLOGIES CORPORATION

CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

PURPOSE AND POLICY

The primary purpose of the Audit Committee (the “Committee”) shall be to act on behalf of the Board of Directors (the “Board”) of Dynavax Technologies Corporation (the “Company”) in fulfilling the Board’s oversight responsibilities with respect to (i) the Company’s corporate accounting and financial reporting processes, systems of internal control over financial reporting and audits of financial statements and systems of disclosure controls and procedures, as well as the quality and integrity of the Company’s financial statements and reports, (ii) the qualifications, independence and performance of the registered public accounting firm or firms engaged as the Company’s independent outside auditors for the purpose of preparing or issuing an audit report or performing audit services (the “Auditors”), and (iii) the review of any reports or other disclosure required by the applicable rules and regulations of the Securities and Exchange Commission to be included in the Company’s annual proxy statement and periodic reports within the scope of authority in this Charter. The operation of the Committee shall be subject to the Bylaws of the Company, as in effect from time to time, and Section 141 of the Delaware General Corporation Law.

The policy of the Committee, in discharging these obligations, shall be to maintain and foster an open avenue of communication among the Committee, the Auditors, and the Company’s financial management.

COMPOSITION

The Committee shall consist of at least three members of the Board of Directors. The members of the Committee shall satisfy the independence and financial literacy requirements of The Nasdaq Stock Market (“Nasdaq”) applicable to Committee members as in effect from time to time, when and as required by Nasdaq. At least one member shall be deemed a financial expert and satisfy the applicable sophistication requirements as defined by Nasdaq. The members of the Committee shall be appointed by and serve at the discretion of the Board. Vacancies occurring on the Committee shall be filled by the Board. The Chairman of the Committee shall be appointed by the Board.

MEETINGS AND MINUTES

The Committee shall hold such regular or special meetings as its members shall deem necessary or appropriate, provided, however, that the Committee meet at least four times each year. At least two Committee meetings each year shall include the Auditors, and during those meetings, the Committee shall meet in executive session with the Auditors outside of the presence of the Company’s senior executives. Minutes of each meeting of the Committee shall be prepared and distributed to each member of the Committee and the Secretary of the Company promptly after

each meeting. The Chairman of the Committee shall report to the Board from time to time or whenever so requested by the Board.

AUTHORITY

The Committee shall have authority to appoint, determine compensation for, at the Company's expense, retain and oversee the Auditors as set forth in Section 10A(m)(2) of the Securities Exchange Act of 1934, as amended, and the rules thereunder and otherwise to fulfill its responsibilities under this Charter. The Committee shall have authority to retain and determine compensation for, at the expense of the Company, special legal, accounting or other advisors or consultants as it deems necessary or appropriate in the performance of its duties. The Committee shall also have authority to pay, at the expense of the Company, ordinary administrative expenses that, as determined by the Committee, are necessary or appropriate in carrying out its duties. Each member of the Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder. The Committee shall have authority to require that any of the Company's personnel, counsel, accountants (including the Auditors) or investment bankers, or any other consultant or advisor to the Company attend any meeting of the Committee or meet with any member of the Committee or any of its special, outside legal, accounting or other, advisors or consultants.

The Committee has the authority to form and delegate authority to one or more subcommittees as it considers appropriate. Delegation by the Committee to any subcommittee shall not limit or restrict the Committee on any matter so delegated and, unless the Committee alters or terminates such delegation, any action by the Committee on any matter so delegated shall not limit or restrict future action by such subcommittee on such matters. Any decision of a subcommittee to preapprove audit or nonaudit services shall be presented to the full Committee for ratification at its next scheduled meeting.

The approval of this Charter by the Board shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein.

RESPONSIBILITIES

The Committee shall oversee the Company's financial reporting process on behalf of the Board, and shall have direct responsibility for the appointment, compensation, retention and oversight of the work of the Auditors and any other registered public accounting firm engaged for the purpose of performing other review or attest services for the Company. The Auditors and each such other registered public accounting firm shall report directly and be accountable to the Committee. The Committee's functions and procedures should remain flexible to address changing circumstances most effectively. To implement the Committee's purpose and policy, the Committee shall be charged with the following functions and responsibilities with the understanding, however, that the Committee may supplement or (except as otherwise required by applicable laws, rules or other agreement) deviate from these activities as appropriate under the circumstances:

1. Evaluation and Retention of Auditors. To evaluate the performance of the Auditors, to assess their qualifications, including their internal quality-control procedures and any material issues raised by that firm's most recent internal quality-control review or any investigations by regulatory authorities, and to determine whether to retain, or to terminate, the engagement of the existing Auditors, or to appoint and engage a different independent registered public accounting firm, which retention shall be subject only to ratification by the Company's stockholders (if the Committee or the Board elects, in its discretion, to submit such retention for ratification by the Company's stockholders) and to present the Committee's conclusions to the full Board.

2. Communication Prior to Engagement. Prior to engagement of any prospective Auditors, to review a written disclosure by the prospective Auditors of all relationships between the prospective Auditors, or their affiliates, and the Company, or persons in financial oversight roles at the Company, that may reasonably be thought to bear on independence, and to discuss with the prospective Auditors the potential effects of such relationships on the independence of the prospective Auditors, consistent with Ethics and Independence Rule 3526, *Communication with Audit Committees Concerning Independence* ("Rule 3526"), of the Public Company Accounting Oversight Board (United States) (the "PCAOB").

3. Approval of Audit Engagements. To determine and approve engagements of the Auditors, prior to commencement of such engagements, to perform all proposed audit, review and attest services, including the scope of and plans for the audit, the adequacy and qualifications of staffing, the compensation to be paid, at the Company's expense, to the Auditors and the negotiation and execution, on behalf of the Company, of the Auditors' engagement letters, which approval may be pursuant to preapproval policies and procedures established by the Committee consistent with applicable laws and rules, including the delegation of preapproval authority to one or more Committee members so long as any such preapproval decisions are presented to the full Committee at the next scheduled meeting.

4. Approval of Non-Audit Services. To determine and approve engagements of the Auditors, prior to commencement of such engagements (unless in compliance with exceptions available under applicable laws and rules related to immaterial aggregate amounts of services), to perform any proposed permissible non-audit services, including the scope of the service and the compensation to be paid therefor, at the Company's expense, which approval may be pursuant to preapproval policies and procedures established by the Committee consistent with applicable laws and rules, including the delegation of preapproval authority to one or more Committee members so long as any such preapproval decisions are presented to the full Committee at the next scheduled meeting.

5. Audit Partner Rotation. To monitor the rotation of the partners of the Auditors on the Company's audit engagement team as required by applicable laws and rules and to consider periodically and, if deemed appropriate, adopt a policy regarding rotation of auditing firms.

6. Auditor Independence. At least annually, consistent with Rule 3526, to receive and review written disclosures from the Auditors delineating all relationships between the Auditors, or their affiliates, and the Company, or persons in financial oversight roles at the Company, that

may reasonably be thought to bear on independence and a letter from the Auditors affirming their independence, to consider and discuss with the Auditors any potential effects of any such relationships on the independence of the Auditors as well as any compensation or services that could affect the Auditors' objectivity and independence, and to assess and otherwise take appropriate action to oversee the independence of the Auditors.

7. Former Employees of Auditors. To preapprove and, if deemed appropriate, adopt policies regarding the Committee's preapproval of, employment by the Company of individuals employed or formerly employed by the Company's Auditors and engaged on the Company's account.

8. Audited Financial Statement Review. To review, upon completion of the audit, the financial statements proposed to be included in the Company's Annual Report on Form 10-K to be filed with the Securities and Exchange Commission and any disclosure from the Company's Principal Executive Officer and Principal Financial Officer to be made in connection with the certification thereof and to recommend whether or not such financial statements should be so included. To review with management and the Auditors, to the extent appropriate, other relevant reports or financial information submitted by the Company to any governmental body of the public, including management certifications as required in Item 601(b)(31) of Regulation S- K and relevant reports rendered by the Auditors (or summaries thereof).

9. Annual Audit Results. To review with management and the Auditors, the results of the annual audit, including the Auditors' assessment of the quality, not just acceptability, of the Company's accounting principles and practices, the Auditors' views about qualitative aspects of the Company's significant accounting practices, the reasonableness of significant judgments and estimates (including material changes in estimates and analyses of the effects of using methods other than generally accepted accounting principles ("GAAP") on the Company's financial statements), all known misstatements identified during the audit (other than those the Auditors believe to be trivial), the adequacy of the disclosures in the financial statements and any other matters required to be communicated to the Committee by the Auditors under the standards of the PCAOB.

10. Auditor Communications. At least annually, to discuss with the Auditors the matters required to be discussed by Auditing Standard No. 1301, Communications with Audit Committees, as adopted by the PCAOB (including any successor rule adopted by the PCAOB).

11. Form 10-K, Form 10-Q and Proxy Disclosures. To review and, as necessary, comment upon the proposed disclosures in the Company's annual reports on Form 10-K, quarterly reports on Form 10-Q and annual proxy statements in advance of such reports being publicly disseminated or filed with the Securities and Exchange Commission. More specifically, the Committee shall review and approve in advance any proposed disclosure to be made in connection with any certification of the Company's annual reports on Form 10-K, quarterly reports on Form 10-Q or annual proxy statements with respect to (i) significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial data, and (ii) any fraud, whether or not material, that involves management or

other employees who have a significant role in the Company's internal control over financial reporting.

12. *Quarterly Results and Reports on Form 10-Q.* To review with management and the Auditors, as appropriate, the results of the Auditors' review of the Company's quarterly financial statements and any disclosure from the Company's Principal Executive Officer and Principal Financial Officer to be made in connection with the certification of the Company's quarterly reports filed with the Securities and Exchange Commission, prior to public disclosure of quarterly financial information, if practicable, or filing with the Securities and Exchange Commission of the Company's Quarterly Report on Form 10-Q, and any other matters required to be communicated to the Committee by the Auditors under the standards of the PCAOB. To review with management and the Auditors, to the extent appropriate, other relevant reports or financial information submitted by the Company to any governmental body of the public, including management certifications as required in Item 601(b)(31) of Regulation S- K and relevant reports rendered by the Auditors (or summaries thereof).

13. *Management's Discussion and Analysis.* To review with management and the Auditors, as appropriate, the Company's disclosures contained under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations" in its periodic reports to be filed with the Securities and Exchange Commission.

14. *Press Releases.* To review with management and the Auditors and comment upon, as appropriate, earnings press releases in advance of such press releases being publicly disseminated or filed with the Securities and Exchange Commission, as well as the substance of financial information and earnings guidance provided to analysts and ratings agencies (including, without limitation, reviewing any pro forma or non-GAAP information and the disclosure and use thereof), which discussions may be general discussions of the type of information to be disclosed or the type of presentation to be made. The Chairman of the Committee may represent the entire Committee for purposes of this discussion.

15. *Accounting Principles and Policies.* To review with management and the Auditors, as appropriate, significant issues that arise regarding accounting principles and financial statement presentation, including critical accounting policies and practices, alternative accounting policies available under GAAP related to material items discussed with management, the potential impact on the Company's financial statements of off-balance sheet structures, any other significant reporting issues and judgments, and any significant regulatory, legal and accounting initiatives or developments that may have a material impact on the Company's financial statements, financial compliance programs and policies if, in the judgment of the Committee, such review is necessary or appropriate.

16. *Risk Assessment and Management.* To review and discuss with management and the Auditors, as appropriate, the Company's guidelines and policies with respect to risk management and assessment, including major financial risk exposures and the steps taken by management to monitor and control these exposures.

17. *Management Cooperation with Auditors.* To evaluate the cooperation received by

the Auditors during their audit examination, including any significant difficulties encountered during the audit or any restrictions on the scope of their activities or access to required records, data and information and, whether or not resolved, significant disagreements with management and management's response, if any.

18. *Management Letters.* To review with the Auditors and, if appropriate, management, any "management" or "internal control" letter issued or, to the extent practicable, proposed to be issued by the Auditors and management's response, if any, to such letter, as well as any additional material written communications between the Auditors and management.

19. *National Office Communications.* To review with the Auditors, as appropriate, communications between the audit team and the Auditors' national office with respect to accounting or auditing issues presented by the engagement.

20. *Disagreements Between Auditors and Management.* To review with management and the Auditors, or any other registered public accounting firm engaged to perform review or attest services, any conflicts or disagreements between management and the Auditors, or such other accounting firm, whether or not resolved, regarding financial reporting, accounting practices or policies or other matters, that individually or in the aggregate could be significant to the Company's financial statements or the Auditors' report, and to resolve any conflicts or disagreements regarding financial reporting.

21. *Internal Control Over Financial Reporting; Disclosure Controls.* To confer with management and the Auditors, as appropriate, regarding the scope, adequacy and effectiveness of internal control over financial reporting and the Company's disclosure controls and procedures, including any significant deficiencies and significant changes in internal controls. To obtain reports on significant findings and recommendations with respect to internal controls over financial reporting, together with management responses and any special audit steps adopted in light of any material control deficiencies.

22. *Disclosure Committee.* To review and approve the Disclosure Committee's Charter and any proposed changes to its Charter. Such Charter shall require that the Disclosure Committee report its work to the Committee. The Committee shall meet with representatives of the Disclosure Committee, as the Committee deems necessary and appropriate, to review significant disclosure issues arising from the Company's clinical development, regulatory affairs and/or manufacturing operations.

23. *Separate Sessions.* Periodically, to meet in separate sessions with the Auditors, as appropriate, and management to discuss any matters that the Committee, the Auditors, or management believe should be discussed privately with the Committee.

24. *Correspondence with Regulators.* To consider and review with management, the Auditors, outside counsel, as appropriate, and any special counsel, separate accounting firm or other consultants and advisors as the Committee deems appropriate, any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company's financial statements or accounting policies.

25. *Complaint Procedures.* To establish procedures, when and as required by applicable laws and rules, for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential and anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

26. *Engagement of Registered Public Accounting Firms.* To determine and approve engagements of any registered public accounting firm (in addition to the Auditors), prior to commencement of such engagements, to perform any other review or attest service, including the compensation to be paid, at the Company's expense, to such firm and the negotiation and execution, on behalf of the Company, of such firm's engagement letter, which approval may be pursuant to preapproval policies and procedures, including the delegation of preapproval authority to one or more Committee members, so long as any such preapproval decisions are presented to the full Committee at the next scheduled meeting.

27. *Ethical Financial Compliance.* To review the results of management's efforts to monitor compliance with the Company's programs and policies designed to ensure adherence to laws and rules applicable to financial compliance, as well as to the financial compliance provisions contained in its Code of Business Conduct and Ethics, including review and oversight of related party transactions as required by Nasdaq rules.

28. *Investigations.* To investigate any matter brought to the attention of the Committee within the scope of its duties if, in the judgment of the Committee, such investigation is necessary or appropriate.

29. *Related Party Transactions.* To consider and approve or disapprove any related party transaction as defined under SEC Regulation S-K Item 404, to the extent required by Securities and Exchange Commission regulations and Nasdaq rules.

30. *Proxy Report.* To oversee the preparation of the Audit Committee report required by the rules of the Securities and Exchange Commission to be included in the Company's annual proxy statement.

31. *Annual Charter Review.* To review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

32. *Report to Board.* To report regularly to the Board of Directors with respect to material issues that arise regarding the quality or integrity of the Company's financial statements, the Company's adherence with legal or regulatory requirements, the performance or independence of the Auditors, the performance of the Company's internal financial compliance function or such other matters as the Committee deems appropriate from time to time or whenever it shall be called upon to do so.

33. *Internal Control Report.* At least annually to obtain and review a report by the Auditors describing that firm's internal quality-control review or peer review or by any inquiry

or investigation by governmental or professional authorities, within the preceding five years, with respect to one or more independent audits performed by the firm, as well as any steps taken to address the issues raised.

34. *Annual Committee Evaluation.* To conduct an annual evaluation of the performance of the Committee and to share the results of the evaluation with the Board.

35. *Other Legal and Finance Matters.* To review, with the Company's counsel, legal compliance and legal matters that could have a significant impact on the Company's financial statements. To review, with management, the Company's finance function, including its budget, organization and quality of personnel.

36. *General Authority.* To perform such other functions and to have such powers as may be necessary or appropriate in the efficient and lawful discharge of the foregoing.

It shall be the responsibility of management to prepare the Company's financial statements and periodic reports and the responsibility of the Auditors to audit those financial statements. These functions shall not be the responsibility of the Committee, nor shall it be the Committee's responsibility to ensure that the financial statements or periodic reports are complete and accurate, conform to GAAP or otherwise comply with applicable laws.

This version was approved August 6, 2019 by the Audit Cmte.